



Nanya Technology Corporation

2021 ANNUAL SHAREHOLDERS' MEETING MEETING HANDBOOK

(This English translation is prepared in accordance with the Chinese version and is for reference purposes only. If there are any inconsistencies between the Chinese original and this translation, the Chinese version shall prevail.)

May 27, 2021

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Nanya Technology Corporation

2021 ANNUAL SHAREHOLDERS' MEETING PROCEDURE

1. Call Meeting to Order
2. Chairman's Address
3. Reporting Items
4. Ratification Items
5. Discussion Items
6. Extraordinary Motions
7. Meeting Adjourned

Nanya Technology Corporation

2021 ANNUAL SHAREHOLDERS' MEETING AGENDA

Time: 10:00 a.m., Thursday, May 27, 2021

Venue: Jin-Xing-Factory-Area Movie Theater, No.336, Sec. 1,
Nankan Rd., Luzhu Dist., Taoyuan City, Taiwan (R.O.C.)

1. Reporting Items

- (1) Business Report for 2020
- (2) Audit Committee's Review Report for FY2020
- (3) Report of Distribution of Employees' Compensation for 2020

2. Ratification Items

- (1) To Ratify the Business Report and Financial Statements for 2020
- (2) To Ratify the Proposal for Distribution of 2020 Profits

3. Discussion Items

- (1) To Approve Amendments to the Articles of Incorporation of the Company
- (2) To Approve Amendments to the "Rules for Election of Directors" of the Company
- (3) To Approve Amendments to the "Convention Rules and Procedures for Shareholders' Meeting" of the Company

Reporting Items

1. Regarding the Company's business operation condition of FY2020, please refer to Business Report for further details (on Page 4 through Page 9 of the Handbook.)
2. The Company's Audit Committee had reviewed the 2020 Business Report and Financial Statements and issued their Review Report in accordance with the applicable laws. Please refer to Audit Committee's Review Report (on Page 10 of the Handbook.)
3. Report of Distribution of Employees' Compensation for FY2020

Explanation:

The amount of the 2020 pre-tax profit prior to deducting employees' compensation was NT\$9,574,018,875. The Company has no accumulated losses. In accordance with Article 19 of the Articles of Incorporation of the Company, the Board of Directors approved to set aside 6.3% as employees' compensation on February 26, 2021. The payment of employees' compensation will be in cash, i.e. a total amount of NT\$600,000,000.

Nanya Technology Corporation

Business Report for 2020

I. Business Performance for 2020

Nanya Technology Corporation's (the Company) consolidated revenue was NT\$61.01 billion, net income was NT\$7.69 billion, and earnings per share was NT\$2.51 in 2020. The overall DRAM market did not meet the Company's expectations in 2020 due to the impact of COVID-19 on global economic development. Moreover, the US-China trade conflict affected deliveries to certain customers in China. A substantial appreciation of NTD also affected revenues and profits. The Company continued to operate normally and generate profits despite disadvantageous external factors. We optimized our product portfolio and invested even more resources to accelerate the development of 10nm class process technology to enhance our future competitiveness.

After the outbreak of COVID-19 in 2020, sales of smartphones, which account for the highest percentage of DRAM applications, declined, while cloud/data center/server markets fluctuated. However, demand from remote work and online teaching/shopping increased sales of laptops, tablet PCs, SSDs, and networking equipment and made up for the lower demand from smartphones. Demand for consumer applications, such as TV and automobiles, gradually began to grow in the fourth quarter. Despite making strategic adjustments to our product portfolio and lowering inventory levels, our revenue still grew by 17.9% and bit shipment grew over 30% compared with the previous year. However, a part of the growth was offset by the decrease in average selling price and the appreciation of NTD.

Our gross profit in 2020 was NT\$15.69 billion and gross margin was 25.7%, down 6.2% compared with the gross margin of 31.9% in the previous year. This was mainly due to the decrease in average selling prices and appreciation of NTD. After deducting operating expenses, our operating income was NT\$8.43 billion. Net cash inflows from operating activities reached NT\$22.61 billion, mainly due to net income and depreciation. After deducting capital expenditures of NT\$8.48 billion, free cash flow reached NT\$14.13 billion.

We improved applications in server products to optimize our 20nm product portfolio, and successfully gained data center customers in the US, China, and Europe, with annual growth of bit shipment exceeding 150%, accounting for approximately 5% of our total shipments. We launched numerous lower power products, including LPDDR4/4X, and expanded their field of applications, such as smartphones, smart wearable devices, smart voice devices, low-power laptops, and high-performance SSD. We also raised the specifications of DDR4 products up to 3,200 Mbps to meet customer requirements.

We are actively developing technologies and have completed the installation of a pilot production line for first-generation 10nm class process technology (1A), and have begun pilot runs after completing the design of a 8Gb DDR4 chip. We completed trial manufacture of test chips using second-generation 10nm class process technology (1B) for function verification.

We take our corporate social responsibility very seriously and implement green technologies, value talent cultivation, and actively give back to society. We were twice selected as a constituent stock of the DJSI Emerging Markets Index. In 2020, we won the National Sustainable Development Award of

the Executive Yuan, received the highest rating of "A" for climate change from the CDP, once again received the gold medal from the Talent Quality-management System (TTQS), was selected as a constituent stock of the FTSE4Good TIP Taiwan ESG Index, and raised to the top 5% in the 6th Corporate Governance Evaluation. The above awards are recognition of our efforts towards sustainable development.

II. Business Plan for 2021

We already completed a pilot production line for the 1A process, and will continue to dedicate our efforts to product trial runs and yield improvement this year. We expect to submit our lead product, a 8Gb DDR4, to customers for qualification and begin small-scale production in the second half of this year. We are currently designing and developing the second next generation DDR5 and expect to begin a pilot run in the second half of this year. The development of 1B process technology and products will be accelerated this year, and a trial run of the first products is expected for the third quarter of this year.

This year we will continue to optimize our 20nm product portfolio. Besides obtaining more qualifications from server and PC OEM customers with our 3,200 Mbps DDR4 to increase sales volume, we will also accelerate the promotion of 20nm low-power products. Our highest specification product, LPDDR4X 4,267 Mbps, is currently in the qualification process, and future target markets include portable products, automobiles, and industrial applications, effectively increasing product value and sales flexibility.

In order to satisfy market demands and long-term developments of the Company, a new plant has been planned to be constructed in the Nanlin Science Park to continue the introduction of advanced manufacturing processes and products and expand production capacity. Construction of the new plant is expected to begin at the end of the year and aims to be completed and operational before the end of 2023. The scale of the production capacity will be implemented in phases depending on market demands.

The upper limit on capital expenditures in response to the mass production of 1A process technology, new factory construction, and capital expenditures of general departments is expected to be NT\$15.6 billion for the entire year.

III. Industry Outlook

Steady growth in DRAM demand: DRAM is a key component in all smart electronic products, and smartphones and servers/data centers are currently the main fields of application. The future development of 5G and AI, as well as smart consumer electronics products, will continue drive diverse applications of DRAM and also increase DRAM usage. The shipment of 5G phones will increase each year along with more DRAM content. Networking and edge computing required by 5G base stations around the world will also increase DRAM usage. Servers/data centers will have even greater demand for DRAM to meet the high-bandwidth, low-latency, and big-data requirements of 5G and AI. Demand from laptops, tablet PCs, TVs, and SSD will remain strong due to the development of work from home, distance learning, and smart homes. Furthermore, smart products such as self-driving cars, gaming consoles, smart cameras, smart wearable devices, and smart robots will continue to sustain demand.

Growth on the DRAM supply side will remain stable and maintain a balance between supply and demand: based on production capacity and capital expenditure plans announced by the three major DRAM suppliers, major companies have been conservative in increasing production capacity and capital expenditures over the past two years, so supply-side growth in 2021 will mainly rely on process transition, and bit supply growth is expected to be limited. Furthermore, according to analysis of research institutes, the scale of mass production by the Chinese DRAM maker will not affect the overall balance of supply and demand in the market.

Based on the above, bit supply growth by suppliers will be limited this year, while demand will see higher growth due to the development of 5G smartphones and data centers. Hence, the overall DRAM industry is expected to see healthy development.

IV. Conclusion

The COVID-19 pandemic was a challenge for the DRAM industry in 2020, but the Company continued to see revenue growth thanks to the collective efforts of all its employees, who rapidly responded to the pandemic. Looking towards 2021, we expect to see market prices rebound and the overall industry bottomed out and return to growth. We will invest in even more R&D resources this year to accelerate the development of 10nm process technologies and new generation DDR5 products to enhance our competitiveness. We also plan to expand our new factory and will gradually increase output to meet future market demand. The Company insists on the core value of technological innovation, which will continue to be the main driver of our growth. In the

future, we will dedicate our efforts to creating greater value for all of our shareholders.

Chairman: Chia Chau, Wu

President: Pei-Ing Lee

Accountant Officer: Hung Chi Kuo

Audit Committee's Review Report

The Board of Directors has prepared the Company's 2020 Business Report, Financial Statements (including consolidated and Stand-alone statements), and Proposal for Profits Distribution. The CPA firm of KPMG has audited the Financial Statements and issued an audit report relating to Financial Statements. The Business Report, Financial Statements, and Proposal for Profits Distribution have been reviewed and determined to be correct and accurate by the Audit Committee members of Nanya Technology Corporation. According to the Securities and Exchange Act and the Company Law, we hereby submit this report.

Nanya Technology Corporation

Chairman of the Audit Committee:

February 26, 2021

Ratification Items

Item 1

To Ratify the Business Report and Financial Statements for 2020
Proposed by the Board of Directors

Explanation:

1. The preparation of the Company's 2020 Consolidated and Stand-alone Financial Statements were completed and the same were reviewed by the Audit Committee, approved by the Board of Directors on February 26, 2021 and audited by independent auditors, Mr. Hui-Chih Ko and Ms. Hsin-Yi Kuo, of KPMG. The aforesaid Financial Statements together with the Business Report were reviewed by the Audit Committee, in which the Audit Committee's Review Report is presented.
2. For the aforementioned Business Report, please refer to Page 4 through Page 9 of the Handbook. As for the Financial Statements, please refer to Page 25 through Page 32 of the Handbook. Please approve the Business Report and the Financial Statements.

Resolution:

Ratification Items

Item 2

To Ratify the Proposal for Distribution of 2020 Profits

Proposed by the Board of Directors

Explanation:

The Proposal for Distribution of 2020 Profits of the Company was reviewed by the Audit Committee and approved by the Board of Directors on February 26, 2021.

(Please refer to Page 33 of the Handbook for the Statement of Profits Distribution.)

Resolution:

Discussion Items

Item 1

To Approve Amendments to the Articles of Incorporation of the Company

Proposed by the Board of Directors

Explanation:

1. The Financial Supervisory Commission announced in August 2020 the launching of the “Corporate Governance 3.0 - Sustainable Development Roadmap.”, in order to strengthen the operations and capabilities of boards of directors, starting from 2024, this policy will require listed companies with a paid-in capital of more than NT\$10 billion to structure their boards so that the number of independent directors shall not be less than one-third of the total number of directors (applicable in conjunction with the expiration of the directors’ term).
2. In response to the foregoing matters, the Article 13 and Article 22 of the Articles of Incorporation of the Company shall be amended accordingly. The corresponding comparison table for the current and amended articles is attached.

Article	Before Amendment	After Amendment	Amendment Description
Article 13	The Company shall have 12 directors, each with a term of three years. The candidates nomination system is adopted by the elections of the directors. The shareholders shall elect the directors from among the nominees listed in the roster of director	The Company shall have <u>9 to</u> 12 directors, each with a term of three years. The candidates nomination system is adopted by the elections of the directors. The shareholders shall elect the directors from among the nominees listed in the	In response to the Financial Supervisory Commission launched of the

Article	Before Amendment	After Amendment	Amendment Description
Article 13	<p>candidates. A director can be re-elected. The total shareholding owned by the directors of the Company shall not be less than a certain percentage of the total issued shares of the Company. The calculation of such percentage shall be in compliance with the regulations promulgated by the competent government authorities.</p> <p>The directors mentioned in the previous paragraph shall be the three (3) independent directors. The method of nomination, election of independent directors and other related matters shall be conducted in accordance with the Company Law and the regulations of the competent authority for securities matters.</p> <p>In accordance with the Article 14-4 of the “Securities and Exchange Act”, the Company shall establish an Audit Committee. The Audit Committee shall consist of all of the independent directors. The exercise of competence and related matters of the Audit Committee and its members shall be in accordance with “Securities and Exchange Act” and other related regulations.</p>	<p>roster of director candidates. A director can be re-elected. The total shareholding owned by the directors of the Company shall not be less than a certain percentage of the total issued shares of the Company. The calculation of such percentage shall be in compliance with the regulations promulgated by the competent government authorities.</p> <p>The directors mentioned in the previous paragraph shall be <u>at least</u> three (3) independent directors. The method of nomination, election of independent directors and other related matters shall be conducted in accordance with the Company Law and the regulations of the competent authority for securities matters.</p> <p>In accordance with the Article 14-4 of the “Securities and Exchange Act”, the Company shall establish an Audit Committee. The Audit Committee shall consist of all of the independent directors. The exercise of competence and related matters of the Audit Committee and its members shall be in accordance with “Securities and Exchange Act” and other related regulations.</p>	<p>“Corporate Governance 3.0 - Sustainable Development Roadmap.”, this policy will require listed companies to structure their boards so that the number of independent directors shall not be less than one-third of the total number of directors, and amended the Article.</p>

Article	Before Amendment	After Amendment	Amendment Description
Article 22	(Omitted)	Add " <u>The 25th amendment was made on May 27, 2021</u> " to the existing Article.	Add the date of amendment and execution to the Article.

Resolution:

Discussion Items

Item 2

To Approve Amendments to the “Rules for Election of Directors” of the Company

Proposed by the Board of Directors

Explanation:

To refer to Taiwan Stock Exchange Corporation on June 3, 2020 with the document number 1090009468, the “Rules for Election of Directors” of the Company shall be amended accordingly. The corresponding comparison table for the current and amended articles is attached.

Article	Before Amendment	After Amendment	Amendment Description
Article 5	(above 3 paragraph omitted) The roster of the director candidates submitted by the Board of Directors of the Company or the shareholder of the Company as prescribed in the preceding paragraph shall <u>be annexed with</u> the name, education backgrounds and past working experiences of the candidates, <u>the letter of undertaking issued by the candidates to consent to act as the director of the Company after he/she has been so elected, written statements issued by the candidates assuring that any of the events set forth in Article 30 of the Company Law does not exist with respect to such candidates, and any other</u>	(above 3 paragraph omitted) The roster of the director candidates submitted by the Board of Directors of the Company or the shareholder of the Company as prescribed in the preceding paragraph shall describe the name, education backgrounds and past working experiences of the candidates. The Board of Directors of the Company or any other person who convenes the Shareholders’ Meetings of the Company shall, unless there exists any of the following circumstances, include all nominated director candidates into the final roster of the director candidates accordingly:	Amended in accordance with Article 192-1 of the Company Act.

Article	Before Amendment	After Amendment	Amendment Description
Article 5	<p><u>related documents. If the candidate is a juristic person shareholder or its representative, additional information and documents reflecting the basic registration information of the said juristic person shareholder and the document certifying the number of shares of the company in its possession.</u></p> <p>The Board of Directors of the Company or any other person who convenes the Shareholders' Meetings of the Company <u>shall review the qualification of the nominated director candidates and</u> shall, unless there exists any of the following circumstances, include all nominated director candidates into the final roster of the director candidates accordingly:</p> <p>(1) Where the roster of the director candidates is submitted by the nominating shareholder beyond the announced period for accepting the nomination of the director candidates; or</p> <p>(2) Where the number of shares of the Company held by the nominating shareholder is less than one percent (1%) of the total number of the total number of the outstanding shares of the Company at the time when the registration of the share transfer is suspended by the Company pursuant to Paragraph 2 or 3 of Article 165 of</p>	<p>(1) Where the roster of the director candidates is submitted by the nominating shareholder beyond the announced period for accepting the nomination of the director candidates; or</p> <p>(2) Where the number of shares of the Company held by the nominating shareholder is less than one percent (1%) of the total number of the total number of the outstanding shares of the Company at the time when the registration of the share transfer is suspended by the Company pursuant to Paragraph 2 or 3 of Article 165 of the Company Law; or</p> <p>(3) Where the nominated number of the director candidates exceeds the total number of the directors to be elected; or</p> <p>(4) <u>Where the nominating shareholder fails to describe the nominee's name, educational background, and work experience.</u></p>	

Article	Before Amendment	After Amendment	Amendment Description
Article 5	<p>the Company Law; or</p> <p>(3) Where the nominated number of the director candidates exceeds the total number of the directors to be elected; or</p> <p>(4) <u>Where any of the relevant documents required in the preceding paragraph of this Article is not submitted along with the roster of the director candidates.</u></p>		
Article 6	<p>The Board of Directors should prepare the ballots. According to the number of the attendance card, the rule that one seat to be elected with one ballot, voters receive the same ballots as the seats to be elected. Every ballot notes the number of voting rights equally.</p>	<p>The Board of Directors <u>or any other person who convenes the Shareholders' Meetings of the Company</u> should prepare the ballots. According to the number of the attendance card, the rule that one seat to be elected with one ballot, voters receive the same ballots as the seats to be elected. Every ballot notes the number of voting rights equally.</p>	<p>The Company Act amendment stipulates a shareholders' meeting need not be convened by the Board of Directors. Therefore, ballots may be prepared by other person having the</p>

Article	Before Amendment	After Amendment	Amendment Description
Article 6			authority to call a shareholders' meeting.
Article 7	<p>If the candidate is a shareholder of the Company, voters shall fill the candidate's name and <u>shareholder's number</u> in the "candidate" column. <u>If the candidate is not a shareholder of the Company, voters shall fill the candidate's name and ID number in the "candidate" column.</u></p>	<p>Voters shall fill the <u>director</u> candidate's name in the "candidate" column <u>based on the director candidate list.</u></p>	Because the Company adopts the candidates nomination system, the Rules for Election of Directors of the Company is amended.
Article 8	<p>Ballots shall be deemed void under the following conditions:</p> <p>(1) Ballots not complied with Article 6.</p> <p>(2) There are two or more candidates' names filled in the ballots</p> <p>(3) Ballots with other written characters or symbols in addition to the Article 7.</p> <p>(4) <u>Ballots are not filled according to Article 7 or not completed.</u></p> <p>(5) Illegible writing</p>	<p>Ballots shall be deemed void under the following conditions:</p> <p>(1) Ballots not complied with Article 6.</p> <p>(2) There are two or more candidates' names filled in the ballots</p> <p>(3) Ballots with other written characters or symbols in addition to the Article 7.</p> <p>(4) <u>The candidate's full name filled in the ballot does not conform to the director candidate list after verification; or</u></p>	Because the Company adopts the candidates nomination system, the Rules for Election of Directors of the Company

Article	Before Amendment	After Amendment	Amendment Description
Article 8	(6) If the candidate is a shareholder of the <u>Company, the name and shareholder's number of the candidate filled in ballot are inconsistent with the shareholders' register. If the candidate is not a shareholder of the Company, the name and ID numbers are inconsistent after verified.</u>	(5) Illegible writing	is amended.

Resolution:

Discussion Items

Item 3

To Approve Amendments to the “Convention Rules and Procedures for Shareholders’ Meeting” of the Company

Proposed by the Board of Directors

Explanation:

To refer to Taiwan Stock Exchange Corporation on June 3, 2020 with the document number 1090009468 and on January 28, 2021 with the document number 1100001446, the “Convention Rules and Procedures for Shareholders’ Meeting” of the Company shall be amended accordingly. The corresponding comparison table for the current and amended articles is attached.

Article	Before Amendment	After Amendment	Amendment Description
Article 3	(above 4 paragraph omitted) Matters regarding re-election or discharge of directors, amendments to the AOI, capital reduction, application to be delisted from public offering, releasing of non-competition restriction of Directors, capital increase by retained earnings, capital increase by capital reserve, and dissolution, merger, splitting of the Company, or any matters stipulated in Paragraph 1 of Article 185 of the R.O.C. Company Law shall be itemized by causes and subjects in the notice of convening a Meeting,	(above 4 paragraph omitted) Matters regarding re-election or discharge of directors, amendments to the AOI, capital reduction, application to be delisted from public offering, releasing of non-competition restriction of Directors, capital increase by retained earnings, capital increase by capital reserve, and dissolution, merger, splitting of the Company, or any matters stipulated in Paragraph 1 of Article 185 of the R.O.C. Company Law, <u>Articles 26-1 and 43-6 of the Securities Exchange Act, Articles 56-1 and</u>	1. Amend in accordance to Taiwan Stock Exchange Corporation on June 3, 2020 with the document

Article	Before Amendment	After Amendment	Amendment Description
Article 3	<p>rather than being brought up by extraordinary motions. <u>The content of such matters shall be uploaded to a website designated by the competent authority or the Company, and the website shall be specified on the meeting notice.</u></p> <p>The meeting agenda has specified general re-elections of the Directors and the terms of the Directors' office, the terms of office of the Directors shall not be altered by raising an extraordinary motion or any other method upon the completion of the general elections at the Shareholders' Meeting. Shareholder(s) who has (have) held more than one percent (1%) of the total amount of the issued and outstanding shares of the Company may submit a motion for a regular Meeting to the Company. However, each of such shareholders can only submit one (1) motion. Otherwise, all of his/her motions shall not be included in the agenda. <u>However, when a shareholder's proposal contains suggestions or recommendations for the Company to enhance the public interest or facilitate the Company to fulfill its corporate social responsibility, the Board of Directors may include such proposal into the agenda.</u> In the event that any</p>	<p><u>60-2 of the Regulations Governing the Offering and Issuance of Securities by Securities Issuers</u> shall be itemized by causes and subjects in the notice of convening a Meeting, rather than being brought up by extraordinary motions.</p> <p>The meeting agenda has specified general re-elections of the Directors and the terms of the Directors' office, the terms of office of the Directors shall not be altered by raising an extraordinary motion or any other method upon the completion of the general elections at the Shareholders' Meeting. Shareholder(s) who has (have) held more than one percent (1%) of the total amount of the issued and outstanding shares of the Company may submit a motion for a regular Meeting to the Company. However, each of such shareholders can only submit one (1) motion. Otherwise, all of his/her motions shall not be included in the agenda. In the event that any motion submitted by a shareholder falls under one of the situations set forth in Paragraph 4 of Article 172-1 of the R.O.C. Company Law, the Board of Directors of the Company may not list such motion in the agenda. <u>A shareholder may propose a recommendation</u></p>	<p>number 1090009468 and on January 28, 2021 with the document number 1100001446 .</p> <p>2. Amended in accordance with Article 172-1 Item 5 of the Company Act and the order Jing-Shang-Zi No. 0700105410 by the Ministry of Economic</p>

Article	Before Amendment	After Amendment	Amendment Description
Article 3	motion submitted by a shareholder falls under one of the situations set forth in Paragraph 4 of Article 172-1 of the R.O.C. Company Law, the Board of Directors of the Company may not list such motion in the agenda. (below omitted)	<u>for urging the corporation to promote public interests or fulfill social responsibilities, and the providing procedure shall be in accordance with Article 172-1 of the Company Act.</u> (below omitted)	Affairs.
Article 9	The calculation of the attendance of the Meeting shall be based on the shares represented. The number of shares represented by shareholders present in the Meeting shall be calculated in accordance with the attendance cards submitted by the shareholders present plus the voting rights exercised in writing or by electronic method. The chairman shall call the Meeting to order at the time scheduled for the Meeting. If the number of shares represented by the shareholders present at the Meeting has not yet reached more than fifty percent (50%) of the total amount of the issued and outstanding shares of the Company, the chairman may postpone the time of the Meeting. The postponements shall be limited to two (2) times at most and the Meeting may not be postponed longer than one (1) hour totally. The chairman shall abort the convention of the Meeting if the shares of the shareholders present at the Meeting are less than	The calculation of the attendance of the Meeting shall be based on the shares represented. The number of shares represented by shareholders present in the Meeting shall be calculated in accordance with the attendance cards submitted by the shareholders present plus the voting rights exercised in writing or by electronic method. The chairman shall call the Meeting to order at the time scheduled for the Meeting, <u>and meanwhile shall announce the related information about the total number of shares held by shareholders having no voting right and the total number of shares represented by the shareholders present at the meeting.</u> If the number of shares represented by the shareholders present at the Meeting has not yet reached more than fifty percent (50%) of the total amount of the issued and outstanding shares of the Company, the chairman may postpone the time of	Amend in accordance to Taiwan Stock Exchange Corporation on January 28, 2021 with the document number 1100001446.

Article	Before Amendment	After Amendment	Amendment Description
Article 9	one third (1/3) of the total issued and outstanding shares after the Meeting being postponed by two (2) times. (below omitted)	the Meeting. The postponements shall be limited to two (2) times at most and the Meeting may not be postponed longer than one (1) hour totally. The chairman shall abort the convention of the Meeting if the shares of the shareholders present at the Meeting are less than one third (1/3) of the total issued and outstanding shares after the Meeting being postponed by two (2) times. (below omitted)	
Article 14	Election of Directors shall be conducted according to the relevant election rules of the Company. Election results which shall include the roster of Directors and the total number of the voting rights shall be announced extemporarily at the Meeting. (below omitted)	Election of Directors shall be conducted according to the relevant election rules of the Company. Election results which shall include <u>the names of those elected and not elected as directors and the numbers of votes with which they were elected and not elected</u> shall be announced extemporarily at the Meeting. (below omitted)	Amend in accordance to Taiwan Stock Exchange Corporation on January 28, 2021 with the document number 1100001446.

Resolution:

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
Nanya Technology Corporation and Subsidiaries

Consolidated Balance Sheets

December 31, 2020 and 2019

(Expressed in Thousands of New Taiwan Dollars)

	December 31, 2020		December 31, 2019		December 31, 2020		December 31, 2019	
	Amount	%	Amount	%	Amount	%	Amount	%
Assets								
Current assets:								
1100 Cash and cash equivalents (Note 6(a))	\$ 51,725,906	31	44,148,979	27	2170		2,573,759	2
1160 Notes receivable due from related parties, net (Notes 6(b)(n) and 7)	-	-	41,545	-	2180		133,199	-
1170 Accounts receivable, net (Note 6(b)(n))	7,867,928	4	7,291,735	4	2200		6,650,153	4
1180 Accounts receivable due from related parties, net (Note 6(b)(n) and 7)	8,237	-	-	-	2220		1,205,857	1
1200 Other receivables (Note 6(g))	1,496,119	1	1,620,743	1	2230		1,515,896	1
1310 Inventories (Note 6(c))	14,126,982	9	18,122,496	11	2280		99,924	-
1410 Prepayments	1,519,429	1	1,637,129	1	2399		75,759	-
Total current assets	76,744,601	46	72,862,627	44			12,271,542	8
Non-current assets:								
1550 Investments accounted for using equity method (Note 6(d))	5,160,505	3	5,019,236	3	2570		4,042	-
1600 Property, plant and equipment (Note 6(e)(t) and 7)	79,728,620	49	85,530,112	52	2580		1,617,652	1
1755 Right-of-use assets (Note 6(f) and 7)	1,790,192	1	99,222	-	2640		566,283	-
1780 Intangible assets (Notes 6(t))	1,258,380	1	296,710	-	2670		853,304	1
1840 Deferred tax assets (Notes 6(j))	353,567	-	555,885	-			3,041,281	2
194D Long-term financial lease payments receivable (Note 6(g))	483,436	-	689,886	1			11,819,953	7
1990 Other non-current assets (Note 8)	112,679	-	46,974	-				
Total non-current assets	88,887,379	54	92,238,025	56			30,733,649	19
Total assets	\$ 165,631,980	100	\$ 165,100,652	100			\$ 165,100,652	100
Liabilities and Equity								
Current liabilities:								
Accounts payable								
Accounts payable to related parties (Note 7)								
Other payables (Note 6(i))								
Other payables to related parties (Note 7)								
Current tax liabilities								
Current lease liabilities (Notes 6(h) and 7)								
Other current liabilities								
Total current liabilities								
Non-current liabilities:								
Deferred tax liabilities (Note 6(i))								
Non-current lease liabilities (Notes 6(h) and 7)								
Net defined benefit liability, non-current (Note 6(i))								
Other non-current liabilities								
Total non-current liabilities								
Total liabilities								
Equity (Note 6(k)):								
Ordinary shares					3110			
Advance receipts for share capital					3140			
Capital surplus					3200			
Legal reserve					3310			
Special reserve					3320			
Unappropriated retained earnings					3350			
Other equity interest					3400			
Treasury shares					3500			
Total equity								
Total liabilities and equity								
\$ 165,631,980	100		\$ 165,100,652	100			\$ 165,100,652	100

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
Nanya Technology Corporation and Subsidiaries
Consolidated Statements of Comprehensive Income
For the years ended December 31, 2020 and 2019
(Expressed in Thousands of New Taiwan Dollars, Except Earnings Per Share)

		2020		2019	
		Amount	%	Amount	%
4000	Operating revenue (Note 6(n) and 7)	\$ 61,005,514	100	51,727,458	100
5000	Operating costs (Notes 6(c)(e)(f)(i)(l)(o) and 7)	<u>(45,313,936)</u>	<u>(74)</u>	<u>(35,233,371)</u>	<u>(68)</u>
	Gross profit from operations	<u>15,691,578</u>	<u>26</u>	<u>16,494,087</u>	<u>32</u>
	Operating expenses (Notes 6(e)(f)(i)(l)(o) and 7):				
6100	Selling expenses	(791,263)	(2)	(737,082)	(1)
6200	Administrative expenses	(1,327,969)	(2)	(1,313,757)	(3)
6300	Research and development expenses	<u>(5,137,872)</u>	<u>(8)</u>	<u>(4,926,428)</u>	<u>(10)</u>
	Total operating expenses	<u>(7,257,104)</u>	<u>(12)</u>	<u>(6,977,267)</u>	<u>(14)</u>
	Net operating income	<u>8,434,474</u>	<u>14</u>	<u>9,516,820</u>	<u>18</u>
	Non-operating income and expenses (Notes 6(d)(e)(g)(h)(p) and 7):				
7100	Interest income	681,235	1	1,303,594	3
7020	Other gains and losses, net	(578,270)	(1)	214,749	1
7050	Finance costs	(13,117)	-	(3,264)	-
7055	Expected credit impairment gain	-	-	9,508	-
7060	Share of profit of associates accounted for using equity method, net	<u>466,895</u>	<u>1</u>	<u>183,875</u>	<u>-</u>
	Total non-operating income and expenses	<u>556,743</u>	<u>1</u>	<u>1,708,462</u>	<u>4</u>
7900	Profit from continuing operations before tax	8,991,217	15	11,225,282	22
7950	Income tax expenses (Note 6(j))	<u>(1,305,176)</u>	<u>(2)</u>	<u>(1,400,683)</u>	<u>(3)</u>
	Profit	<u>7,686,041</u>	<u>13</u>	<u>9,824,599</u>	<u>19</u>
8300	Other comprehensive income (loss): (Note 6(i)(j)(k))				
8310	Components of other comprehensive income (loss) income that will not be reclassified to profit or loss				
8311	Remeasurements of the net defined benefit	3,767	-	(42,096)	-
8320	Share of other comprehensive income (loss) of associates accounted for using equity method, components of other comprehensive income (loss) that will not be reclassified to profit or loss	(14,316)	-	(10,688)	-
8349	Income tax related to components of other comprehensive income (loss) that will not be reclassified to profit or loss	<u>754</u>	<u>-</u>	<u>(8,419)</u>	<u>-</u>
	Components of other comprehensive income (loss) that will not be reclassified to profit or loss	<u>(11,303)</u>	<u>-</u>	<u>(44,365)</u>	<u>-</u>
8360	Components of other comprehensive (loss) income that will be reclassified to profit or loss				
8361	Exchange differences on translation of foreign financial statements	(1,955,693)	(4)	(758,303)	(2)
8399	Income tax related to components of other comprehensive income (loss) that will be reclassified to profit or loss	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
	Components of other comprehensive (loss) income that will be reclassified to profit or loss	<u>(1,955,693)</u>	<u>(4)</u>	<u>(758,303)</u>	<u>(2)</u>
8300	Other comprehensive (loss) income, net	<u>(1,966,996)</u>	<u>(4)</u>	<u>(802,668)</u>	<u>(2)</u>
8500	Comprehensive income	<u>\$ 5,719,045</u>	<u>9</u>	<u>9,021,931</u>	<u>17</u>
	Earnings per share (Note 6(m))				
9750	Basic earnings per share	\$ <u>2.51</u>		<u>3.23</u>	
9850	Diluted earnings per share	\$ <u>2.49</u>		<u>3.19</u>	

Consolidated Statements of Changes in Equity
For the years ended December 31, 2020 and 2019
(Expressed in Thousands of New Taiwan Dollars)

See accompanying notes to consolidated financial statements.

(English Translation of Consolidated Financial Statements Originally Issued in Chinese)
Nanya Technology Corporation and Subsidiaries
Consolidated Statements of Cash Flows
For the years ended December 31, 2020 and 2019
(Expressed in Thousands of New Taiwan Dollars)

	2020	2019
Cash flows from operating activities:		
Profit before tax	\$ 8,991,217	11,225,282
Adjustments:		
Adjustments to reconcile profit:		
Depreciation expense	14,214,238	14,326,287
Amortization expense	236,477	91,126
Expected credit impairment gain	-	(9,508)
Interest expense	13,117	3,264
Interest income	(681,235)	(1,303,594)
Share-based payments	58,420	150,116
Share of profit of associates accounted for using equity method	(466,895)	(183,875)
Gain or loss on disposal of property, plant and equipment	6,642	(4,424)
Reversal of impairment loss on non-financial assets	-	(213,282)
Unrealized foreign exchange loss	70,894	94,027
Others	(30,748)	-
Total adjustments to reconcile profit	13,420,910	12,950,137
Changes in operating assets and liabilities:		
Notes and accounts receivable (including related parties)	(579,243)	2,372,242
Other receivables	121,995	(397,933)
Inventories	3,995,514	(5,954,759)
prepayments	117,700	121,244
Accounts payable (including related parties)	(291,755)	(429,964)
Other payables (including related parties)	(2,262,463)	(1,870,902)
Other current liabilities	(16,995)	91,186
Net defined benefit liability	(5,846)	(3,503)
Other non-current liabilities	(6,429)	9,720
Total net changes in operating assets and liabilities	1,072,478	(6,062,669)
Cash inflow generated from operations	23,484,605	18,112,750
Interest received	623,784	1,313,286
Interest paid	(12,770)	(422)
Income taxes paid	(1,483,582)	(2,018,607)
Net cash flows from operating activities	22,612,037	17,407,007
Cash flows used in investing activities:		
Proceeds from capital reduction of investments accounted for using equity method	-	(2,049,483)
Acquisition of property, plant and equipment	(8,476,438)	(5,496,257)
Proceeds from disposal of property, plant and equipment	71	4,729
Increase in refundable deposits	(72,994)	(1,773)
Acquisition of intangible assets	(878,657)	(164,666)
Decrease in lease and installment receivables	264,330	264,331
Increase in other non-current assets	(759)	(9,319)
Dividends received	311,324	210,056
Net cash flows used in investing activities	(8,853,123)	(7,242,382)
Cash flows used in financing activities:		
Increase (decrease) in guarantee deposits received	63,246	(297,469)
Decrease in other payables to related parties	(3,450)	(4,175)
Payment of lease liabilities	(188,459)	(184,115)
Cash dividends paid	(4,600,000)	(21,700,000)
Exercise of employee share options	622,916	662,067
Payments to acquire treasury shares	-	(1,029,878)
Net cash flows used in financing activities	(4,105,747)	(22,553,570)
Effect of exchange rate changes on cash and cash equivalents	(2,076,240)	(846,082)
Net increase (decrease) in cash and cash equivalents	7,576,927	(13,235,027)
Cash and cash equivalents at beginning of period	44,148,979	57,384,006
Cash and cash equivalents at end of period	\$ 51,725,906	44,148,979

(English Translation of Financial Statements and Report Originally Issued in Chinese)
Nanya Technology Corporation

Balance Sheets

December 31, 2020 and 2019

(Expressed in Thousands of New Taiwan Dollars)

	December 31, 2020		December 31, 2019		December 31, 2020		December 31, 2019	
	Amount	%	Amount	%	Amount	%	Amount	%
Assets								
Current assets:								
1100 Cash and cash equivalents (Note 6(a))	\$ 16,573,114	10	6,497,820	4	2170		2,027,096	1
1160 Notes receivable due from related parties, net (Notes 6(b)(n) and 7)	-	-	41,545	-	2180		84,678	-
1170 Notes and accounts receivable, net (Notes 6(b)(n))	5,547,350	3	5,074,912	3	2200		4,161,575	2
1180 Accounts receivable due from related parties, net (Notes 6(b)(n) and 7)	2,688,002	2	2,391,150	1	2220		1,119,693	1
1200 Other receivables (Notes 6(g))	1,456,089	1	1,565,121	1	2230		1,129,651	1
1310 Inventories (Note 6(c))	14,084,255	8	18,072,308	11	2280		178,432	-
1410 Prepayments	1,511,313	1	1,633,984	1	2399		75,759	-
Total current assets	41,860,123	25	35,276,840	21			8,776,884	5
Non-current assets:								
1550 Investments accounted for using equity method (Note 6(d))	40,084,942	25	42,627,209	26	2580		1,617,652	1
1600 Property, plant and equipment (Notes 6(e)(t))	79,696,505	48	85,513,880	52	2640		566,283	-
1755 Right-of-use assets (Notes 6(f) and 7)	1,790,192	1	99,222	-	2670		851,626	1
1780 Intangible assets (Note 6(t))	1,258,380	1	296,710	-			3,035,561	2
1840 Deferred tax assets (Notes 6(j))	345,830	-	550,033	-			11,812,445	7
194D Long-term financial lease payments receivable (Note 6(g))	483,436	-	689,886	1				
1990 Other non-current assets	105,064	-	39,660	-	3110		30,935,939	19
Total non-current assets	123,764,349	75	129,816,600	79	3140		36,264	-
					3200		32,451,689	19
					3310		14,110,871	9
					3320		1,041,100	1
					3350		79,394,603	48
					3400		(3,011,507)	(2)
					3500		(1,146,932)	(1)
Total assets	\$ 165,624,472	100	\$ 165,093,440	100			153,812,027	93
							\$ 165,624,472	100
Liabilities and Equity								
Current liabilities:								
Accounts payable								
Accounts payable to related parties (Note 7)								
Other payables (Note 6(i))								
Other payables to related parties (Note 7)								
Current tax liabilities								
Current lease liabilities (Notes 6(h) and 7)								
Other current liabilities								
Total current liabilities								
Non-current liabilities:								
Non-current lease liabilities (Note 6(h) and 7)								
Net defined benefit liability, non-current (Note 6(i))								
Other non-current liabilities (Note 6(i))								
Total non-current liabilities								
Total liabilities								
Equity (Note 6(k)):								
Ordinary share								
Advance receipts for share capital								
Capital surplus								
Legal reserve								
Special reserve								
Unappropriated retained earnings								
Other equity interest								
Treasury shares								
Total equity								
Total liabilities and equity								

(English Translation of Financial Statements and Report Originally Issued in Chinese)
NANYA TECHNOLOGY CORPORATION
Statements of Comprehensive Income
For the years ended December 31, 2020 and 2019
(Expressed in Thousands of New Taiwan Dollars, Except Earnings Per Share)

		2020		2019	
		Amount	%	Amount	%
4000	Operating revenue (Notes 6(n) and 7)	\$ 60,700,390	100	51,475,494	100
5000	Operating costs (Notes 6(c)(e)(f)(i)(l)(o) and 7)	(45,288,242)	(75)	(35,251,755)	(68)
	Gross profit from operations	15,412,148	25	16,223,739	32
5910	Add: Unrealized profit (loss) from sales	(11,775)	-	(15,749)	-
5920	Realized profit (loss) on from sales	15,749	-	25,381	-
	Gross profit from operations	15,416,122	25	16,233,371	32
	Operating expenses (Notes 6(e)(f)(i)(l)(o) and 7):				
6100	Selling expenses	(600,862)	(1)	(536,767)	(1)
6200	Administrative expenses	(1,312,475)	(2)	(1,320,266)	(3)
6300	Research and development expenses	(5,159,496)	(8)	(4,926,428)	(9)
	Total operating expenses	(7,072,833)	(11)	(6,783,461)	(13)
	Net operating income	8,343,289	14	9,449,910	19
	Non-operating income and expenses (Notes 6(d)(e)(g)(h)(p) and 7):				
7100	Total interest income	127,709	-	343,548	1
7020	Other gains and losses, net	(527,881)	(1)	229,827	-
7050	Finance costs	(13,023)	-	(3,124)	-
7060	Share of profit of associates accounted for using equity method	1,043,924	2	1,188,213	2
	Total non-operating income and expenses	630,729	1	1,758,464	3
7900	Profit before tax	8,974,018	15	11,208,374	22
7950	Less: Tax expenses (Notes 6(j))	(1,287,977)	(2)	(1,383,775)	(3)
	Profit	7,686,041	13	9,824,599	19
8300	Other comprehensive income (loss) (Notes 6(i)(j)(k)):				
8310	Components of other comprehensive income that will not be reclassified to profit or loss				
8311	Remeasurements of the net defined benefit	3,767	-	(42,096)	-
8330	Share of other comprehensive income (loss) of subsidiaries, and associates for using equity method, components of other comprehensive income that will not be reclassified to profit or loss	(14,316)	-	(10,688)	-
8349	Income tax related to components of other comprehensive income (loss) that will not be reclassified to profit or loss	754	-	(8,419)	-
	Components of other comprehensive income (loss) that will not be reclassified to profit or loss	(11,303)	-	(44,365)	-
8360	Components of other comprehensive income (loss) that will be reclassified to profit or loss				
8361	Exchange differences on translation of foreign financial statements	(1,955,693)	(3)	(758,303)	(1)
8399	Income tax related to components of other comprehensive income that will be reclassified to profit or loss	-	-	-	-
	Components of other comprehensive income (loss) that will be reclassified to profit or loss	(1,955,693)	(3)	(758,303)	(1)
8300	Other comprehensive income (loss), net	(1,966,996)	(3)	(802,668)	(1)
8500	Comprehensive income	\$ 5,719,045	10	9,021,931	18
	Earnings per share (dollar) (Note 6(m))				
9750	Basic earnings per share	\$ 2.51		3.23	
9850	Diluted earnings per share	\$ 2.49		3.19	

(English Translation of Financial Statements and Report Originally Issued in Chinese)
Nanya Technology Corporation

Statements of Changes in Equity

For the years ended December 31, 2020 and 2019
(Expressed in Thousands of New Taiwan Dollars)

	Ordinary shares	Advance receipts for share capital	Capital surplus	Legal reserve	Special reserve	Unappropriated retained earnings	Exchange differences on translation of foreign financial statements	Unrealized gains (losses) on financial assets measured at fair value through other comprehensive income	Treasury shares	Total equity
Balance at January 1, 2019	31,032,389	6,488	33,557,005	9,192,249	39,163	94,136,513	(179,736)	(94,098)	(2,782,675)	164,907,298
Net profit for the year ended December 31, 2019	-	-	-	-	-	9,824,599	-	-	-	9,824,599
Other comprehensive income for the year ended December 31, 2019	-	-	-	-	-	(35,402)	(758,303)	(8,963)	-	(802,668)
Total comprehensive income (loss) for the year ended December 31, 2019	-	-	-	-	-	9,789,197	(758,303)	(8,963)	-	9,021,931
Appropriation and distribution of retained earnings:										
Legal reserve appropriated	-	-	-	3,936,163	-	(3,936,163)	-	-	-	-
Special reserve appropriated	-	-	-	-	234,671	(234,671)	-	-	-	-
Cash dividends of ordinary share	-	-	-	-	-	(21,700,000)	-	-	-	(21,700,000)
Other changes in capital surplus:										
Changes in equity of associates accounted for using equity method	-	-	19	-	-	-	-	-	-	19
Recognized compensation costs on employee stock options	-	-	150,116	-	-	-	-	-	-	150,116
Repurchase of treasury share	-	-	-	-	-	-	-	-	(1,029,878)	(1,029,878)
Retirement of treasury share	(501,360)	-	(2,164,261)	-	-	-	-	-	2,665,621	-
Exercise of employee share options	202,620	(3,013)	462,460	-	-	-	-	-	-	662,067
Balance at December 31, 2019	30,733,649	3,475	32,005,339	13,128,412	273,834	78,054,876	(938,039)	(103,061)	(1,146,932)	152,011,553
Net profit for the year ended December 31, 2020	-	-	-	-	-	7,686,041	-	-	-	7,686,041
Other comprehensive income for the year ended December 31, 2020	-	-	-	-	-	3,411	(1,955,693)	(14,714)	-	(1,966,996)
Total comprehensive income (loss) for the year ended December 31, 2020	-	-	-	-	-	7,689,452	(1,955,693)	(14,714)	-	5,719,045
Appropriation and distribution of retained earnings:										
Legal reserve appropriated	-	-	-	982,459	-	(982,459)	-	-	-	-
Special reserve appropriated	-	-	-	-	767,266	(767,266)	-	-	-	-
Cash dividends of ordinary share	-	-	-	-	-	(4,600,000)	-	-	-	(4,600,000)
Other changes in capital surplus:										
Changes in equity of associates accounted for using equity method	-	-	14	-	-	-	-	-	-	14
Recognized compensation costs on employee stock options	-	-	58,420	-	-	-	-	-	-	58,420
Past due unclaimed dividends	-	-	79	-	-	-	-	-	-	79
Exercise of employee share options	202,290	32,789	387,837	-	-	-	-	-	-	622,916
Balance at December 31, 2020	30,935,939	36,264	32,451,689	14,110,871	1,041,100	79,394,603	(2,893,732)	(117,775)	(1,146,932)	153,812,027

See accompanying notes to financial statements.

(English Translation of Financial Statements and Report Originally Issued in Chinese)
Nanya Technology Corporation

Statements of Cash Flows

For the years ended December 31, 2020 and 2019

(Expressed in Thousands of New Taiwan Dollars)

	2020	2019
Cash flows from (used in) operating activities:		
Profit before tax	\$ 8,974,018	11,208,374
Adjustments:		
Adjustments to reconcile profit (loss):		
Depreciation expense	14,204,527	14,318,031
Amortization expense	236,477	91,126
Interest expense	13,023	3,124
Interest income	(127,709)	(343,548)
Share-based payments	58,420	150,116
Share of profit of subsidiaries and associates accounted for using equity method	(1,043,924)	(1,188,213)
Gain on disposal of property, plant and equipment	6,633	(4,723)
Reversal of impairment loss on non-financial assets	-	(213,282)
Unrealized gains on sales	11,775	15,749
Realized profit from sales	(15,749)	(25,381)
Foreign exchange gain or loss	70,894	124,536
Others	(30,748)	-
Total adjustments to reconcile profit (loss)	13,383,619	12,927,535
Changes in operating assets and liabilities:		
Notes and accounts receivable (including related parties)	(764,103)	2,642,414
Other receivables	125,831	(391,993)
Inventories	3,988,053	(5,923,956)
Prepayments	122,671	123,620
Accounts payable (including related parties)	(291,754)	(429,964)
Other payable (including related parties)	(2,274,962)	(1,859,005)
Other current liabilities	(5,198)	79,389
Net defined benefit liability	(5,846)	(3,503)
Other non-current liabilities	(6,109)	9,606
Total changes in operating assets and liabilities	888,583	(5,753,392)
Cash inflow generated from operations	23,246,220	18,382,517
Interest received	53,030	396,063
Interest paid	(12,611)	(191)
Income taxes paid	(1,469,681)	(2,005,134)
Net cash flows from operating activities	21,816,958	16,773,255
Cash flows used in investing activities:		
Proceeds from capital reduction of investments accounted for using equity method	-	(28,787,503)
Acquisition of property, plant and equipment	(8,449,490)	(5,490,289)
Proceeds from disposal of property, plant and equipment	71	4,723
Increase in refundable deposits	(73,144)	(3,504)
Acquisition of intangible assets	(878,657)	(164,666)
Decrease in lease and installment receivables	264,330	264,331
Increase in other non-current assets	(308)	(9,295)
Dividends received	1,620,170	210,056
Net cash flows (used in) from investing activities	(7,517,028)	(33,976,147)
Cash flows used in financing activities:		
Increase (decrease) in guarantee deposits received	63,246	(297,469)
Payment of lease liabilities	(188,459)	(184,115)
Cash dividends paid	(4,600,000)	(21,700,000)
Exercise of employee share options	622,916	662,067
Payments to acquire treasury shares	-	(1,029,878)
Net cash flows used in financing activities	(4,102,297)	(22,549,395)
Effect of exchange rate changes on cash and cash equivalents	(122,339)	(88,467)
Net (decrease) increase in cash and cash equivalents	10,075,294	(39,840,754)
Cash and cash equivalents at beginning of period	6,497,820	46,338,574
Cash and cash equivalents at end of period	\$ 16,573,114	\$ 6,497,820

Nanya Technology Corporation

Statement of Profits Distribution

For the year of 2020

Unit: NTD

Items		Amount
Available for Distribution:		
1. Unappropriated retained earnings of previous years		71,705,151,022
2. Other comprehensive income reclassified to unappropriated retained earnings of current year		3,411,026
3. Net profit after tax of current year		7,686,041,361
Total		79,394,603,409
Distribution Items:		
1. Appropriation of legal reserve		768,945,239
2. Appropriation of special reserve		1,970,406,624
3. Distribution of cash dividends		4,000,000,000
4. Unappropriated retained earnings carried forward to next year		72,655,251,546
Total		79,394,603,409
Explanation	<p>1. The Company plans to distribute cash dividends for a total of NT\$4,000,000,000. The cash dividends per share is NT\$ 1.29855082 based on total outstanding shares of 3,080,356,894 shares on January 31, 2021. The total outstanding shares may increase as the transfer of treasury shares or exercise of the employee stock options. It is proposed that the Board of Directors be authorized to adjust the final cash dividend per share accordingly.</p> <p>2. The Company distributes dividends for a total of NT\$4,000,000,000, all of which are from net profit after tax of 2020.</p> <p>3. While the distribution of cash dividends to each individual shareholder is less than 1 dollar, the distribution will be rounded to the nearest dollar.</p> <p>4. Other comprehensive income reclassified to unappropriated retained earnings of current year are the adjustment of the actuarial pension valuation.</p> <p>5. Legal reserve is appropriated from 10% of the amount which is added up net profit after tax of current year and other comprehensive income reclassified to unappropriated retained earnings of current year.</p> <p>6. Special reserve is appropriated from the net amount of exchange differences losses on translation of foreign financial statements and unrealized losses on financial assets measured at fair value through other comprehensive income.</p>	



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Independent Auditors' Report

To the Board of Directors of Nanya Technology Corporation:

Opinion

We have audited the consolidated financial statements of Nanya Technology Corporation ("the Company") and its subsidiaries ("the Group"), which comprise the consolidated balance sheets as of December 31, 2020 and 2019, and the consolidated statements of comprehensive income, changes in equity and cash flows for the years then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, based on our audits and the report of another auditor (please refer to Other Matter paragraph), the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of December 31, 2020 and 2019, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers and with the International Financial Reporting Standards ("IFRSs"), International Accounting Standards ("IASs"), Interpretations developed by the International Financial Reporting Interpretations Committee ("IFRIC") or the former Standing Interpretations Committee ("SIC") endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Certification of Financial Statements by Certified Public Accountants and the auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Certified Public Accountants Code of Professional Ethics in Republic of China ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. Based on our audits and the report of another auditor, we believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Matter

We did not audit the financial statements of Formosa Advanced Technologies Co., Ltd., an investment in other accounted for using the equity method of the Group. The financial statements were audited by another auditor, whose audit report has been furnished to us, and our opinion, insofar as it relates to the amounts included for Formosa Advanced Technologies Co., Ltd., is based solely on the audit report of another auditor. The aforementioned investment accounted for using the equity method constituted 3.04% of the consolidated total assets as of December 31, 2019 and the share of profit of associates accounted for using the equity method constituted 1.64% of the consolidated total profit before tax for the period from January 1 to December 31, 2019.

The company has prepared its parent-company-only financial statements as of and for the years ended December 31, 2020 and 2019, on which we have issued an unmodified opinion and an unmodified opinion with another matter paragraph, respectively..

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Valuation of inventories

Please refer to Notes 4(h), 5, as well as 6(c) for details on accounting policy, judgments and major sources of estimation uncertainty, as well as disclosure on information about inventory valuation, respectively.

The Group recognizes a loss from the devaluation of inventories on a quarterly basis based on the lower of cost or net realizable value method. The international market price of DRAM has significantly affected the net realizable value of inventories. Therefore, the evaluation of inventory has been identified as a key audit matter in the consolidated financial statements.

The principal audit procedures performed to address the aforementioned key audit matter included understanding the basis adopted by the management in the estimate of net realizable value, and sampling to test the reasonableness of the net realizable value.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with Regulations Governing the Preparation of Financial Reports by Securities Issuers and IFRSs, IASs, IFRIC, SIC endorsed and issued into effect by the Financial Supervisory Commission of the Republic of China, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance (including the audit committee) are responsible for overseeing the Group's financial reporting process.

Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the auditing standards generally accepted in the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.



As part of an audit in accordance with auditing standards generally accepted in the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. Furthermore, we remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.



From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Hui-Chih Ko and Hsin-Yi Kuo.

KPMG

Taipei, Taiwan (Republic of China)
February 26, 2021

Notes to Readers

The accompanying consolidated financial statements are intended only to present the consolidated statement of financial position, financial performance and cash flows in accordance with the accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such consolidated financial statements are those generally accepted and applied in the Republic of China.

The independent auditors' report and the accompanying consolidated financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language independent auditors' report and consolidated financial statements, the Chinese version shall prevail.



安侯建業聯合會計師事務所

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Independent Auditors' Report

To the Board of Directors of Nanya Technology Corporation:

Opinion

We have audited the financial statements of Nanya Technology Corporation ("the Company"), which comprise the balance sheets as of December 31, 2020 and 2019, and the statements of comprehensive income, changes in equity and cash flows for the years ended December 31, 2020 and 2019, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, based on our audits and the report of another auditor (please refer to Other Matter paragraph), the accompanying financial statements present fairly, in all material respects, the financial position of the Company as of December 31, 2020 and 2019, and its financial performance and its cash flows for the years ended December 31, 2020 and 2019, in accordance with the Regulations Governing the Preparation of Financial Reports by Securities Issuers.

Basis for Opinion

We conducted our audits in accordance with the Regulations Governing Auditing and Certification of Financial Statements by Certified Public Accountants and the auditing standards generally accepted in the Republic of China. Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Certified Public Accountants Code of Professional Ethics in Republic of China ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. Based on our audits and the report of another auditor, we believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Matter

We did not audit the financial statements of Formosa Advanced Technologies Co., Ltd., an investment in other accounted for using the equity method of the Company. The financial statements were audited by another auditor, whose audit report has been furnished to us, and our opinion, insofar as it relates to the amounts included for Formosa Advanced Technologies Co., Ltd., are based solely on the audit report of another auditor. The aforementioned investment accounted for using the equity method constituted 3.04% of the total assets as of December 31, 2019, and the share of profit of associates accounted for using the equity method constituted 1.64% of the total profit before tax for the period from January 1 to December 31, 2019.



Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Valuation of inventories

Please refer to Notes 4(g), 5(a), as well as 6(c) for details on accounting policy, judgments, and major sources of estimation uncertainty, as well as disclosure on information about inventory valuation, respectively.

The Company recognizes a loss from the devaluation of inventories on a quarterly basis based on the lower of cost or net realizable value method. The international market price of DRAM has significantly affected the net realizable value of inventories. Therefore, the evaluation of inventory has been identified as a key audit matter in the financial statements.

The principal audit procedures performed to address the aforementioned key audit matter included understanding the basis adopted by the management in the estimate of net realizable value, and sampling to test the reasonableness of the net realizable value.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Regulations Governing the Preparation of Financial Reports by Securities Issuers and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance (including the audit committee) are responsible for overseeing the Company's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the auditing standards generally accepted in the Republic of China will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with auditing standards generally accepted in the Republic of China, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient and appropriate audit evidence regarding the financial information of the entities of the investments in other entities accounted for using the equity method. We are responsible for the direction, supervision and performance of our audit. Furthermore, we remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partners on the audit resulting in this independent auditors' report are Hui-Chih Ko and Hsin-Yi Kuo.

KPMG

Taipei, Taiwan (Republic of China)

February 26, 2021

Notes to Readers

The accompanying financial statements are intended only to present the financial position, financial performance and cash flows in accordance with the accounting principles and practices generally accepted in the Republic of China and not those of any other jurisdictions. The standards, procedures and practices to audit such financial statements are those generally accepted and applied in the Republic of China.

The independent auditors' report and the accompanying financial statements are the English translation of the Chinese version prepared and used in the Republic of China. If there is any conflict between, or any difference in the interpretation of the English and Chinese language independent auditors' report and financial statements, the Chinese version shall prevail.

Information regarding the Proposed Employees' Compensation and Compensation to Directors Adopted by the Board of Directors of the Company:

1. Amounts of employees' cash compensation, stock compensation, and cash compensation to Directors and Supervisors:	
Employees' cash compensation	NT\$ 600,000,000
Employees' stock compensation	NT\$ 0
Cash Compensation to Directors	NT\$ 0
2. Share amount of the employees' stock compensation and the percentage of the share amount to that of all stock dividend:	
Share amount of employees' stock compensation	0 share
Percentage of the share amount to that of all stock dividends	0%

The above-listed amount of employees' cash compensation is consistent with the proposed amount adopted by the Board of Directors of the Company.

Effect upon Business Performance and Earnings Per Share of the Company by the Stock Dividend Distribution Proposed at the 2021 Annual Shareholders' Meeting:

Not applicable since the Company does not propose the stock dividend distribution at the 2021 Annual Shareholders' Meeting and does not required to prepare financial forecast information.

ARTICLES OF INCORPORATION OF NANYA TECHNOLOGY CORPORATION

Amended by the Annual Shareholders' Meeting on May 26, 2017

CHAPTER I GENERAL PRINCIPLES

Article 1

The Company is incorporated in accordance with the Company Law, by the name of Nanya Technology Corporation.

Article 2

The Company is engaged in the following businesses:

- (1) CC01080 Electronic Parts and Components Manufacturing;
- (2) F401010 International Trade;
- (3) I199990 Other Consultancy; and
- (4) ZZ99999 Businesses not prohibited and restricted by regulations except permitted businesses.

Article 3

The Company's principal office is located in New Taipei City, and, if necessary, may set up local or foreign offices or branches in accordance with the resolution of the Board of Directors.

Article 4

Any public notice of the Company shall be made in accordance with Article 28 of the Company Law.

Article 5

The Company may provide guaranty in favor of its business related entities.

The total amount of the investments in other companies shall exceed forty percent of the Company's paid-in capital.

CHAPTER II SHARES

Article 6

The total capital of the Company is NT\$300,000,000,000, divided into 30,000,000,000 shares, at NT\$10 per share. The unissued shares of the capital are issued in installments. NT\$4,000,000,000, divided into 400,000,000 shares at NT\$10 per share out of the total capital as mentioned above shall be reserved for the issuance of certificates of subscription rights.

Article 7

The company may be exempted from printing any share certificate for the issued shares and the company shall appoint a centralized securities custody institution to make recordation of the issue of such shares.

Article 8

Registration for share transfer shall be suspended within sixty days prior to each ordinary shareholders' meeting, thirty days prior to each extraordinary shareholders' meeting, or five days prior to any record date for distribution of dividends or other interests as determined by the Company.

CHAPTER III SHAREHOLDERS MEETING

Article 9

Shareholders' meetings of the Company may be classified into ordinary regular meetings and extraordinary meetings. Ordinary meetings shall be held within 6 months after the end of each fiscal year and shall be convened by the Board of Directors.

Extraordinary meetings will be held according to the law when necessary.

A written notice to convene the Regular Shareholders Meeting shall be given to each Shareholder at least 30 days in advance

including the agenda. For Special Shareholders Meeting, a written notice including the agenda shall be given to each shareholder 15 days in advance. Causes and subjects of convening a Shareholders Meeting shall be explicitly described in the notice and public announcement. Notice may be made in electronic form upon the consent of the counter party.

Article 10

In case a shareholder is unable to attend a shareholders' meeting, he/she may sign and chop a proxy in the form printed and provided by the Company, stating the scope of authorization, to appoint a proxy to attend the meeting on his/her behalf. After the proxy is being served to the Company, if the shareholder would like to attend the Shareholders Meeting in person or exercise the voting power in writing or by way of electronic transmission, such shareholder shall notify the Company in writing no later than two(2) day prior to the meeting date of the Shareholders Meeting. If the shareholder fails to revoke his/her proxy by the aforesaid deadline, the voting right exercised by the proxy shall prevail.

Article 11

Each shareholder shall have one vote right for each share he/she holds, except for limited shares or circumstances without voting rights as itemized in paragraph 2, Article 179 of the R.O.C. Company Law.

Article 12

Unless otherwise required by the Company Law, any resolution of shareholders' meeting shall be adopted by the Shareholders of a majority of the votes presented at a shareholders' meeting attended by the shareholders who aggregately hold a majority of all issued and outstanding shares of the Company.

Resolutions adopted at the Shareholders Meeting shall be recorded in the minutes of the proceedings. The minutes of proceedings

shall also include the time and place of the meeting, name of the chairman, the manner in which resolutions had been adopted, as well as other essentials of the proceedings, and shall be signed or sealed by the chairman of the meeting. Preparation and distribution of the minutes may be made in electronic method. The Company may issue a public announcement on the Market Observation Post System to distribute the aforesaid meeting minutes to shareholders.

CHAPTER IV DIRECTORS

Article 13

The Company shall have 12 directors, each with a term of three years. The candidates nomination system is adopted by the elections of the directors. The shareholders shall elect the directors from among the nominees listed in the roster of director candidates. A director can be re-elected. The total shareholding owned by the directors of the Company shall not be less than a certain percentage of the total issued shares of the Company. The calculation of such percentage shall be in compliance with the regulations promulgated by the competent government authorities. The directors mentioned in the previous paragraph shall be the three (3) independent directors. The method of nomination, election of independent directors and other related matters shall be conducted in accordance with the Company Law and the regulations of the competent authority for securities matters. In accordance with the Article 14-4 of the “Securities and Exchange Act”, the Company shall establish an Audit Committee. The Audit Committee shall consist of all of the independent directors. The exercise of competence and related matters of the Audit Committee and its members shall be in accordance with “Securities and Exchange Act” and other related regulations.

Article 14

The Board of Directors is constituted by directors. A Chairman and a Vice-Chairman of the Company is elected by a majority of the directors at a board meeting at which more than two-thirds of all of the directors are present. The Chairman shall be the representative of the Company.

Article 15

In case the Chairman is on leave or is not able to exercise its power and authority for any cause, such situation shall be handled in accordance with Article 208 of the Company Law.

The meeting notice of the Board of Director may be given by means of written notice, email, or fax. Each director shall attend the meeting of the board of directors in person. If directors can not attend in person except those residing in a foreign country and regulated by Company Law, he/she shall issue a written proxy and state therein the scope of authority with reference to the subjects to be discussed at the meeting and appoints another director to attend a meeting of the board of directors in his/her behalf, but a director may accept the appointment to act as the proxy referred to in the preceding Paragraph of one other director only. In case a meeting of the board of directors is proceeded via visual communication network, then the directors taking part in such a visual communication meeting shall be deemed to have attended the meeting in person.

With the exception of items that regulated by law or relevant article or regulation, such as the major advantages of the Company or Related-party Transactions, should still be resolved by The Board of Directors, The Board of Directors can authorize the Chairman to preside the following scope during the off-session,

- (1) Ratify the important agreements.

- (2) Ratify the secured or pledged loan by real estate and other types of loan.

- (3) Ratify the purchase and disposal on assets and real estates of

the Company.

- (4) Appoint the Directors of the Board and Supervisors of the invested companies.
- (5) Ratify the record date of capital increase or decrease and cash or stock dividend.

Article 16

The Board of Directors is authorized to determine the compensation for the Directors, according to their extent and value of the contribution provided for the Company and the common compensation standards of the same industry.

The Company shall buy D&O insurance for the directors during the term.

CHAPTER V MANAGERS

Article 17

The Company shall have certain managers. The appointment, discharge and remuneration of such managers shall be made in accordance with Article 29 of Company Law.

CHAPTER VI ACCOUNTING

Article 18

After the end of each fiscal year, the Board of Directors shall prepare the following statements and reports and submit them to the ordinary shareholders' meeting for ratification:

- (1) Business report;
- (2) Financial report; and
- (3) Proposals for allocation of profits or compensating losses.

Article 19

The Company shall appropriate 1% to 12% for employees' compensation from its profit, if any, before tax. However, the

Company's accumulated losses shall have been covered.

The Company may have the profit distributable as employees' compensation distributed in the form of shares or in cash, and the qualification requirements of employees, including the employees of subsidiaries of the Company meeting certain specific requirements, entitled to receive compensation shall be determined by the Board of Directors.

The resolution of employees' compensation shall be made in accordance with Article 235-1 of the Company Law of ROC.

Article 20

Whenever there are profits of the Company, it shall be used to pay all outstanding taxes, recover the Company's accumulated losses, and set aside 10% thereof in a legal reserve. Thereafter, the remaining profit, if any, after set aside a special reserve or reserves for certain undistributed earnings for business purposes, shall collectively with any undistributed surplus earnings from previous fiscal years, be included in a surplus earning distribution plan submitted by the Board of Directors for approval at a shareholders' meeting.

The Company belongs to a high-technology and capital intensive industry and its operations are still experiencing significant growth. To accommodate the long-term financial projection of the Company, the Company adopts the policy that dividends shall be distributed appropriately in accordance with the Company's budget of capital expenditures. In principle, the stock dividends distributed by the Company shall not exceed 50% of the total distributable dividends of that year.

CHAPTER VII MISCELLANEOUS

Article 21

Any matter not provided in these Articles of Incorporation shall be handled in accordance with the Company Law and

other relevant regulations.

Article 22

These Articles of Incorporation were enacted on February 17, 1995.

The first amendment was made on July 4, 1995.

The second amendment was made on October 20, 1995.

The third amendment was made on May 31, 1997.

The fourth amendment was made on May 29, 1998.

The fifth amendment was made on April 28, 2000.

The sixth amendment was made on March 30, 2001.

The seventh amendment was made on March 30, 2001.

The eighth amendment was made on August 31, 2001.

The ninth amendment was made on May 17, 2002.

The tenth amendment was made on May 14, 2003.

The eleventh amendment was made on May 14, 2003.

The twelfth amendment was made on May 14, 2004.

The thirteenth amendment was made on May 14, 2004.

The fourteenth amendment was made on May 18, 2005.

The fifth amendment was made on May 19, 2006.

The sixteenth amendment was made on May 25, 2007.

The seventeenth amendment was made on June 25, 2008.

The eighteenth amendment was made on June 24, 2010.

The 19th amendment was made on November 17, 2011.

The 20th amendment was made on June 12, 2012.

The 21th amendment was made on December 14, 2012.

The 22th amendment was made on June 10, 2015. The Company shall establish an Audit Committee at the expiration of the term of office of the Company's incumbent Supervisors elected on June 21, 2013.

The 23th amendment was made on June 22, 2016.

The 24th amendment was made on May 26, 2017.

Nanya Technology Corporation

Convention Rules and Procedures for Shareholders' Meeting

Amended by the Shareholders' Meetings on May 28, 2020

- Article 1: For the purposes of establishing a good governance system for a shareholders' meeting (the "Meeting"), strengthening the supervision function and enhancing management mechanism, the Company hereby promulgates the "Procedures and Rules of Shareholders Meeting" (the "Procedures") in accordance with the "Corporate Governance Best-Practice Principles for TSEC/GTSM Listed Companies".
- Article 2: Unless otherwise provided in laws, regulations or the Articles of Incorporation ("AOI") of the Company, a Meeting of the Company shall be conducted in compliance with the Procedures.
- Article 3: Unless otherwise prescribed by the laws or regulations, a Meeting of the Company shall be convened by the Board of the Directors of the Company.
- A notice to convene a regular Meeting shall be given to each shareholder no later than thirty (30) days prior to the scheduled Meeting date; while a public notice may be given to the registered stock shareholders whose shareholding is less than one thousand shares no later than thirty (30) days prior to the scheduled meeting date by a public announcement on the Market Observation Post System of the Taiwan Stock Exchange Corp. ("TSE"). A notice to convene a special Meeting shall be sent to each shareholders no later than fifteen (15) days prior to the scheduled Meeting date; while a public notice may be given to the registered stock shareholders whose shareholding is less than one thousand shares no later than fifteen (15) days prior to the scheduled

meeting date by a public announcement on the Market Observation Post System of the TSE.

To convene a Meeting, a Meeting agenda shall be prepared. The softcopy of meeting notice, proxy form, subject matters and explanations for topics related to ratification items, discussion item, and election or discharge of Directors(s), shall be prepared and uploaded to the Market Observation Post System of TSE at least thirty (30) days prior to the scheduled regular Meeting date or at least fifteen (15) days prior to the scheduled special Meeting date. Also, the softcopy of Meeting Agenda and supplemental materials shall be prepared and uploaded to the Market Observation Post System of TSE at least twenty-one (21) days prior to the scheduled regular Meeting date or at least fifteen (15) days prior to the scheduled special Meeting date. The hardcopy of Meeting Agenda and supplemental materials shall be available for shareholders to obtain and review at any time fifteen (15) days prior to the scheduled Meeting date and be displayed at the Company and professional stock agency engaged by the Company, and be distributed in the venue of a Meeting. Causes and subjects of a Meeting to be convened shall be explicitly described in the notice and public announcement. The notice may be made in electronic form upon the consent of the counter party.

Matters regarding re-election or discharge of directors, amendments to the AOI, capital reduction, application to be delisted from public offering, releasing of non-competition restriction of Directors, capital increase by retained earnings, capital increase by capital reserve, and dissolution, merger, splitting of the Company, or any matters stipulated in Paragraph 1 of Article 185 of the R.O.C. Company Law shall be itemized by causes

and subjects in the notice of convening a Meeting, rather than being brought up by extraordinary motions. The content of such matters shall be uploaded to a website designated by the competent authority or the Company, and the website shall be specified on the meeting notice.

The meeting agenda has specified general re-elections of the Directors and the terms of the Directors' office, the terms of office of the Directors shall not be altered by raising an extraordinary motion or any other method upon the completion of the general elections at the Shareholders' Meeting.

Shareholder(s) who has (have) held more than one percent (1%) of the total amount of the issued and outstanding shares of the Company may submit a motion for a regular Meeting to the Company.

However, each of such shareholders can only submit one (1) motion. Otherwise, all of his/her motions shall not be included in the agenda. However, when a shareholder's proposal contains suggestions or recommendations for the Company to enhance the public interest or facilitate the Company to fulfill its corporate social responsibility, the Board of Directors may include such proposal into the agenda. In the event that any motion submitted by a shareholder falls under one of the situations set forth in Paragraph 4 of Article 172-1 of the R.O.C. Company Law, the Board of Directors of the Company may not list such motion in the agenda.

The Company shall, before the date on which transfer of shares is suspended for the regular Meeting, make a public announcement regarding the period and places for shareholders to submit motions in writing or electronic form. This period shall not be less than ten

(10) days.

A shareholder's motion shall be limited to three hundred (300) words. A motion with a text length that exceeds three hundred (300) words shall not be included in the agenda. The shareholder who submits a motion shall attend the regular Meeting in person or by his/her proxy to participate in the discussion of the motion made by him/her.

The Company shall, before the notification date of the regular Meeting, notify the proposing shareholders whether the motions such shareholders submitted are able to be included in the agenda and list the motions which have complied with this Article in the meeting notice.

The Board of Directors shall explain the reasons for those rejected motions in the regular Meeting.

Article 4: A shareholder may appoint a proxy on his/her behalf to attend the Meeting by executing a power of attorney printed by the Company stating therein the scope of the authority authorized to the proxy.

Each shareholder may only execute one (1) power of attorney and appoint one (1) proxy only, and shall serve the written proxy to the Company no later than five (5) days prior to the meeting date of the Meeting. In case two (2) or more written proxies are received by the Company from one shareholder, the first one received by this Company shall prevail, unless an explicit statement to supersede the previous written proxy is made in the proxy which comes later.

After the written proxy is being served to the Company, if the shareholder would like to attend the Meeting in person or exercise the voting power in writing or by way of electronic transmission, the shareholder shall notify the Company in writing no later than two (2) day

prior to the meeting date of a Meeting to revoke his/her proxy. If the shareholder fails to revoke his/her proxy on time, the voting right exercised by the proxy shall prevail.

Article 5: The place for convening the Meeting shall be the location of the Company, or any other appropriate place that is convenient for the shareholders to attend, and suitable for holding the Meeting. The time to start the Meeting shall not be earlier than 9 a.m. or later than 3 p.m.

Article 6: The meeting notice shall clearly state the registration time, the venue and other matters needing attention for shareholders. Shareholders' registration time which mentioned in preceding paragraph shall start 30 minutes ahead of the meeting, and the venue shall be with visible sign. The Company should designate the sufficient and suitable personnel to assist the registration.

The Company shall deliver the Meeting agenda, annual report, attendance certificate, speaker's slips, ballots and other Meeting related documents to shareholders who attend a Meeting. Election ballots shall be delivered as well in case that Director(s) will be elected in that Meeting.

A shareholder or his/her proxy ("Shareholder") shall attend a Meeting upon the attendance certificate, attendance card, or other certificates of attendance. The Company shall not impose arbitrary requirements on shareholders to provide additional evidentiary documents beyond those showing eligibility to attend. If the one who attends the Meeting is a solicitor of solicited proxies, the solicitor shall bring personal identification for verification. A shareholder present shall submit the attendance card to substitute signing in.

Government or a legal entity, as a shareholder, may designate one (1) or more representatives to attend the Meeting. A legal entity that is appointed as a proxy to attend the Meeting can only assign one (1) representative to attend the Meeting.

Article 7: If the Meeting is convened by the Board of Directors, the Chairman of the Board of Directors shall be the chairman presiding over the Meeting. In case that the Chairman of the Board of Directors is on leave, or cannot execute his or her authority of office for any reason, the Vice Chairman of the Board of Directors shall preside over the Meeting. If there is no Vice Chairman of the Board of Directors, or the Vice Chairman of the Board of Directors is also on leave, or cannot execute his or her authority of office for any reason, the Chairman of the Board of Directors shall designate one of the Managing Directors to act on behalf of him/her; if there is no Managing Director, the Chairman of the Board of Directors shall designate one of the Directors to preside over the Meeting. If the Chairman of the Board of Directors does not designate any proxy to preside over the Meeting on his/her behalf, the Managing Directors or Directors of the Board shall elect one from among themselves to preside over the Meeting.

The Chairman who assumes the acting chair of the meeting by Managing Directors or Directors in preceding paragraph shall hold an office at least 6 months above and fully understand the situation of finance and business of the Company. The same applies in case of the Chairman as representative of legal person shareholder.

If the Meeting is convened by the Board of Directors, the Chairman of the Board of Directors shall be the

chairman presiding over the meeting, and majority of the Board of Directors ought to attend the Meeting, and that at least one member of each functional committee attend as representative. Attendance details should be recorded in the Shareholders Meeting minutes.

If the Meeting is convened by any other person entitled to convene the Meeting, not by the Board of Directors, such person shall preside over the Meeting. If there are two (2) or more persons entitled to convene the Meeting, they shall elect one from among themselves to preside over the Meeting.

The Company may designate its lawyers, certified public accounts or relevant persons to attend the Meeting.

Article 8: The whole proceedings of the meeting which shall include the process of shareholders' registration, voting and recording of ballots shall be videotaped and taperecorded uninterruptedly. Those tapes set forth in preceding paragraph shall be preserved for at least one year. However, if a shareholder files a lawsuit according to Article 189 of the R.O.C. Company Law, such tapes shall be kept until the conclusion of such litigation.

Article 9: The calculation of the attendance of the Meeting shall be based on the shares represented. The number of shares represented by shareholders present in the Meeting shall be calculated in accordance with the attendance cards submitted by the shareholders present plus the voting rights exercised in writing or by electronic method.

The chairman shall call the Meeting to order at the time scheduled for the Meeting. If the number of shares represented by the shareholders present at the Meeting

has not yet reached more than fifty percent (50%) of the total amount of the issued and outstanding shares of the Company, the chairman may postpone the time of the Meeting. The postponements shall be limited to two (2) times at most and the Meeting may not be postponed longer than one (1) hour totally. The chairman shall abort the convention of the Meeting if the shares of the shareholders present at the Meeting are less than one third ($1/3$) of the total issued and outstanding shares after the Meeting being postponed by two (2) times. If after two postponements the number of shares represented by the shareholders present at the Meeting still can not constitute the quorum for the Meeting, but the shares of the shareholders present at the Meeting represents one-third ($1/3$) of the total issued and outstanding shares or more, a tentative resolution may be adopted in accordance with Paragraph 1 of Article 175 of the R.O.C. Company Law, and sent to all shareholders to convene the Meeting again within one (1) month.

Before the adjournment of the Meeting if the number of shares represented by the shareholders present at the Meeting reaches more than fifty percent (50%) of the total amount of the issued and outstanding shares, the chairman may submit the adopted tentative resolution(s) to the Meeting for approval in accordance with Article 174 of the R.O.C. Company Law.

Article 10: If the Meeting is convened by the Board of Directors, the agenda of the Meeting shall be set by the Board of Directors. The relevant proposals (including extraordinary motions and amendment to original proposals) shall be decided by voting on a case-by-case basis. The Meeting shall proceed in accordance with the agenda, unless otherwise resolved by the Meeting.

The preceding paragraph shall apply mutatis mutandis to cases where the Meeting is convened by a person, other than the Board of Directors, entitled to convene such Meeting.

Unless otherwise resolved by the Meeting, the chairman shall not adjourn the Meeting before all of discussion items (including extraordinary motions) in the agenda of the Meeting have been resolved. In case that the chairman violates the Procedures and announces the adjournment of the Meeting, other members of the Board of Directors shall promptly assist the shareholders present at the Meeting, pursuant to the laws and regulations, to elect one person among themselves by a majority of at least fifty percent (50%) or more votes represented by the shareholders present at the Meeting to act as the chairman to preside over the Meeting and continue the Meeting.

The chairman shall provide opportunities to the shareholders for their sufficient explanation and discussion on the discussion items in the agenda of the Meeting, the amendment to the discussion items and extraordinary motions made by shareholders. The Chairman may announce to end the discussion of the foresaid matters and submit them to be resolved when the chairman deems appropriate and shall also arrange ample time for a vote.

Article 11: A shareholder who intends to speak in the Meeting shall first fill out a speech note, specifying therein the summary of the speech, the shareholder's number (or the number of his/her attendance certificate) and the name of the shareholder. The sequence of speeches by shareholders should be decided by the chairman.

A shareholder who only submits his/her speech note for a speech but does not actually speak in the Meeting

shall be considered as not having given such a speech. If the contents of the speech of the shareholder are different from the contents of the speech note, the contents of actual speech shall prevail.

Unless otherwise permitted by the chairman, each shareholder shall not speak more than two times for each discussion item. Each speech shall not take more than 5 minutes. In case the speech of any shareholder violates the foresaid provisions or exceeds the scope of the discussion item, the chairman may stop the speech of such shareholder.

When a shareholder is giving a speech, the other shareholders shall not interrupt the speech of the shareholder unless they have obtained the consent from the chairman and the said shareholder. For any such violations, the chairman shall stop the interruption immediately.

If a legal entity shareholder who designates two (2) or more representatives to represent it at the Meeting, only one of the representatives so designated can speak for each discussion item.

After the speech of a shareholder, the chairman may respond by himself/herself or appoint an appropriate person to respond.

Article 12: A resolution of a Meeting shall be calculated by the numbers of shares.

Shares held by a shareholder without voting right shall not be counted in the numbers of the total issued and outstanding shares while adopting a resolution at a Meeting.

A shareholder, who has a conflict of interest with the Company in the matter discussed at a Meeting and such conflict may impair the interest of the Company, shall not vote nor exercise the voting right on behalf of other

shareholders.

A director of the Company has created a pledge on the company's shares more than half of the company's shares being held by him/her/it at the time he/she/it is elected, the voting power of the excessive portion of shares shall not be exercised and the excessive portion of shares shall not be counted in the number of votes of shareholders present at the meeting.

Shares for which voting right cannot be exercised as mentioned in those two preceding paragraphs shall not be counted in the number of votes of shareholders present at the Meeting.

In the event the same proxy acts for two (2) or more shareholders, except for a securities trust enterprise or stock agency approved by the competent authority, his/her delegated voting right cannot exceed three percent (3%) of the total voting rights of the issued and outstanding shares of the Company. Otherwise the excessive voting rights shall not be counted.

Article 13: Shareholders of the Company shall be entitled to one vote for each share they hold, except for the limited shares or the shares without voting rights as set forth under Paragraph 2 of Article 179 of the R.O.C. Company Law.

Shareholders of the Company shall exercise their voting rights by electronic method and may exercise their voting rights in writing. The way how to exercise voting rights in writing or by electronic method shall be described in the Meeting notice. Shareholders who exercise their voting rights in writing or by electronic method shall be deemed as attending the Meeting in person provided however that their voting rights to the extraordinary motions and amendments to the discussion items at the Meeting shall be deemed to be

abandoned.

The shareholder who intends to exercise his/her voting rights in writing or by electronic method as stated in the preceding paragraph shall serve the Company his/her voting rights exercising result in writing (the “Voting Exercising”) no later than two (2) days prior to the Meeting. If two or more Voting Exercising is received by the Company from one shareholder, the first one received by the Company shall prevail, unless the later one is sent to revoke the previous one.

The shareholder who has exercised his/her voting rights in writing or by electronic method and thereafter wants to attend the Meeting in person shall revoke his/her Voting Exercising via the same method he/she took previously to serve his/her Voting Exercising to the Company by at least two(2) day before the Meeting. In case the shareholder fails to revoke his/her Voting Exercising on time, the Voting Exercising shall prevail. If a shareholder has exercised his/her voting right in writing or by electronic method but also appoints a proxy by power of attorney to attend the Meeting, the voting rights exercised by the proxy shall prevail.

Unless a majority of more than fifty percent (50%) is required by the R.O.C. Company Law or the AOI of the Company, a resolution of the Meeting shall be adopted by at least a fifty percent (50%) majority of votes represented by the shareholders present at the Meeting. In the proceedings of voting, the chairman or the person designated by the chairman shall announce the total voting shares of the shareholders present at the Meeting by each discussion item, followed by a poll of the shareholders. After the conclusion of the meeting, on the same day it is held, the results for each proposal, based on the numbers of votes for and against and the number

of abstentions, shall be entered into the MOPS.

If there is an amendment or alternative for a discussion item, the chairman may combine the amendment or alternative into the original discussion item, and determine the sequence of voting for such discussion item. If any one of the above has been resolved, the others shall be deemed vetoed and no further voting is necessary.

In addition to the proposals on the meeting agenda, when a shareholder wishes to propose an extraordinary motion, the shareholder's voting rights shall represent at least 1% or more of the Company's total issued shares.

The person(s) to supervise and the person(s) to record the ballots during a vote by casting ballots shall be designated by the chairman. However the persons supervising the recording of the ballots shall be shareholders of the Company. The whole process of resolutions, election of Directors and the ballots recording shall be conducted in publicly venue of the meeting. The result of voting which shall include the total number of the voting rights shall be announced at the Meeting, and recorded in the meeting minutes.

Article 14: Election of Directors shall be conducted according to the relevant election rules of the Company. Election results which shall include the roster of Directors and the total number of the voting rights shall be announced extemporarily at the Meeting.

The ballots for the elections set forth in the preceding paragraph shall be sealed and signed by the persons supervising the recording of the ballots and properly kept for at least one (1) year. However, if a shareholder files a lawsuit pursuant to Article 189 of the R.O.C. Company Law, such ballots shall be kept until the conclusion of such litigation.

Article 15: Resolutions adopted at the Meeting shall be recorded in the meeting minutes, which shall be signed or sealed by the chairman of the Meeting and shall be distributed to all shareholders of the Company within twenty (20) days after the close of the Meeting. Preparation and distribution of the meeting minutes may be made by electronic form and method.

This Company may issue a public announcement on the Market Observation Post System to distribute the aforesaid meeting minutes to shareholders.

Information including the time (year, month and date) and place of the Meeting, name of the chairman, the manner in which resolutions had been adopted, as well as the summary of the essentials of the proceedings and result of the Meeting (including the weight of the votes), and the number of weighted votes each candidate received in case of a Directors' elections shall be clearly stated in the meeting minutes. The Company shall keep the meeting minutes persistently during the existence of the Company.

Article 16: The Company shall prepare a statistical statement in accordance with the prescribed format and explicitly disclose the number of the shares solicited by the solicitors and the number of the shares of the proxies in the venue of a Meeting on the date of the Meeting.

The Company shall make public announcements regarding the content of the Meeting resolutions on the Market Observation Post System within the required time limit if such resolutions are qualified as the material events as set forth in the laws and regulations or regulated by the Taiwan Stock Exchange Corporation.

Article 17: Persons handling the business of the Meeting shall wear an identification card or a badge.

The chairman may engage disciplinary officers or security personnel to assist to keep the order of the Meeting. Such disciplinary officers or security personnel shall wear a badge or identification card marked "Disciplinary Officers".

The chairman may stop the speech of a shareholder if such shareholder makes the speech by a megaphone not provided by the Company at the Meeting.

The chairman may request disciplinary officers or security personnel to have the shareholder leave the Meeting if such shareholder violates the Procedures and disobeys the correction order of the chairman, or interrupts the proceedings of the Meeting after being requested to stop by the chairman.

Article 18: During the Meeting, the chairman may set time for intermission at his/her discretion. In the event of any force majeure, the chairman may adjourn the Meeting temporarily and announce reopening time subject to the actual situation.

If a Meeting cannot be finished with the agenda (including extraordinary motions) while the arranged venue of the Meeting can no longer be used, a resolution to find another place to continue the Meeting may be adopted.

A resolution may be adopted to postpone or continue the Meeting within five (5) days according to Article 182 of the R.O.C. Company Law.

Article 19: The Procedures shall become effective from the date it is approved by the Meeting. The same applies in case of revision.

NANYA TECHNOLOGY CORPORATION

Rules for Election of Directors

Amended by the Annual Shareholders' Meetings on June 10, 2015

1. The directors shall be elected in accordance with the rules specified herein.
2. In the election of directors of the company shall be conducted by means of cumulative voting method. Each share has the voting rights equivalent to the number of seats to be elected and such voting rights can be combined to vote for one person or divided to vote for several persons. In the election of the directors of the company, the names of voters may be represented by shareholders' numbers.
3. At the beginning of the election, the chairman should appoint several persons each to monitor and record the ballots.
4. In the election of directors and supervisors of the company, candidates who acquire more votes should win the seats of directors. If two or more persons acquire the same number of votes, the number of such persons exceeds the specified seats available, such person acquire the same votes shall draw lots to decide who should win the seats available, and the chairman shall draw lots on behave of the candidate who is not present.
5. In accordance with the AOI of the Company, the directors of the Company shall be elected by shareholders of the Company from among the nominees listed in the roster of the director candidates of the Company. The elections of the independent directors and non-independent directors shall be conduct in parallel and the number of the electees of the foresaid two elections shall be calculated respectively pursuant to Article 4 hereof. At least one electee of the independent directors shall

have expertise in accounting or finance.

The Company shall, prior to the share transfer suspension date dedicated before the meeting date of the Shareholders' Meeting of the Company, announce the period for accepting the nomination of the director candidates, the total number of directors and supervisors to be elected, the place designated for accepting the roster of the director candidate, and any other necessary matters. The length of the period for accepting the nomination of the director candidates shall not be shorter than ten (10) days.

The Board of Directors of the Company or a shareholder of the Company holding at least one percent (1%) of the total number of the outstanding shares issued by the Company may submit to the Company a roster of the director candidates, provided however that the total number of the director candidates on the roster shall not exceed the total number of the directors to be elected.

The roster of the director candidates submitted by the Board of Directors of the Company or the shareholder of the Company as prescribed in the preceding paragraph shall be annexed with the name, education backgrounds and past working experiences of the candidates, the letter of undertaking issued by the candidates to consent to act as the director of the Company after he/she has been so elected, written statements issued by the candidates assuring that any of the events set forth in Article 30 of the Company Law does not exist with respect to such candidates, and any other related documents. If the candidate is a juristic person shareholder or its representative, additional information and documents reflecting the basic registration information of the said juristic person shareholder and the document certifying the number of shares of the company in its possession.

The Board of Directors of the Company or any other person who convenes the Shareholders' Meetings of the Company shall review the qualification of the nominated director

candidates and shall, unless there exists any of the following circumstances, include all nominated director candidates into the final roster of the director candidates accordingly:

- (1) Where the roster of the director candidates is submitted by the nominating shareholder beyond the announced period for accepting the nomination of the director candidates; or
- (2) Where the number of shares of the Company held by the nominating shareholder is less than one percent (1%) of the total number of the total number of the outstanding shares of the Company at the time when the registration of the share transfer is suspended by the Company pursuant to Paragraph 2 or 3 of Article 165 of the Company Law; or
- (3) Where the nominated number of the director candidates exceeds the total number of the directors to be elected; or
- (4) Where any of the relevant documents required in the preceding paragraph of this Article is not submitted along with the roster of the director candidates.

6. The board of directors should prepare the ballots. According to the number of the attendance card, the rule that one seat to be elected with one ballot, voters receive the same ballots as the seats to be elected. Every ballot notes the number of voting rights equally.
7. If the candidate is a shareholder of the Company, voters shall fill in the “candidate” column the candidate’s name and shareholder’s number. If the candidate is not a shareholder of the Company, voters shall fill in the “candidate” column the candidate’s name and ID number.
8. Ballots shall be deemed void under the following conditions:
 - (1) Ballots not complied with Article 6.
 - (2) There are two or more candidates’ names filled in the ballots
 - (3) Ballots with other written characters or symbols in addition

to the Article 7.

- (4) Ballots are not filled according to Article 7 or not completed.
- (5) Illegible writing
- (6) If the candidate is a shareholder of the Company, the name and shareholder's number of the candidate filled in ballot are inconsistent with the shareholders' register. If the candidate is not a shareholder of the Company, the name and ID numbers are inconsistent after verified.

9. The ballots shall be calculated during the meeting right after the vote casting and the result of the election should be announced by the chairman at the meeting, including the names of those elected as directors and the numbers of votes with which they were elected.

The ballots for the election referred to in the preceding paragraph shall be sealed with the signatures of the monitoring personnel and kept in proper custody for at least 1 year. If, however, a shareholder files a lawsuit pursuant to Article 189 of the Company Act, the ballots shall be retained until the conclusion of the litigation.

10. The Rules and any revision thereof shall become effective after approval at the Shareholders' Meeting.

Nanya Technology Corporation

Current Shareholdings of Directors

Title	Name	No.	Shareholding (share)
Chairman	Chia Chau, Wu Representative of NPC	1	907,303,775
Director	Wen Yuan, Wong	17206	4,000
Director	Susan Wang	-	0
Director	Pei-Ing Lee	1266	884,098
Director	Ming Jen, Tzou	-	0
Director	Lin-Chin Su	285	145,601
Director	Shih-Ming Hsie Representative of Formosa Taffeta Corp.	3	7,711,010
Director	Joseph Wu Representative of NPC	1	907,303,775
Director	Rex Chuang Representative of NPC	1	907,303,775
Independent Director	Ching-Chyi Lai	-	0
Independent Director	Shu-Po Hsu	-	0
Independent Director	Tsai-Feng Hou	-	0

Note: According to Article 26 of Securities and Exchange Act, the minimum shareholdings of the Company's Directors are 74,328,286 shares. As of March 29, 2021, the actual shareholdings of the Company's Directors are 916,048,484 shares.